

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Tarrant County Senior Living Center, Inc.

2. All other names debtor used in the last 8 years The Stayton at Museum Way
The Stayton
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 20 - 806 860 2

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

15601 Dallas Parkway, Suite 200
Number Street

Addison TX 75001
City State ZIP Code

Dallas
County

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

2501 Museum Way
Number Street

Fort Worth TX 76107
City State ZIP Code

5. Debtor's website (URL) www.thestayton.com

6. Type of debtor
☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor Tarrant County Senior Living Center, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☐ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6 2 3 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☐ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☐ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☐ Yes. Debtor Mayflower Communities, Inc. Relationship Affiliate
District Northern District of Texas When 01 / 30 / 2019
MM / DD / YYYY
Case number, if known 19-30283-HDH

List all cases. If more than 1, attach a separate list.

QUESTION 10 TO VOLUNTARY PETITION

Debtor: SQLC Senior Living Center at Corpus Christi, Inc.

Relationship: Affiliate

District: Southern District of Texas

When: 02/08/2019

Case number, if known: 19-20063-DRJ

Debtor Tarrant County Senior Living Center, Inc.
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☐ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Tarrant County Senior Living Center, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11 / 5 /2019
MM / DD / YYYY

X

/s/ Louis E. Robichaux IV

Signature of authorized representative of debtor

Louis E. Robichaux IV

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X

/s/ Andrew B. Zollinger, Esq.

Signature of attorney for debtor

Date 11 /5 /2019

MM / DD / YYYY

Andrew B. Zollinger, Esq.

Printed name

DLA Piper LLP (US)

Firm name

1900 North Pearl Street, Suite 2200

Number Street

Dallas

City

TX

State

75201

ZIP Code

(214) 743-4500

Contact phone

andrew.zollinger@us.dlapiper.com

Email address

24063944

Bar number

TX

State

OFFICER'S CERTIFICATE

Dated: November 5, 2019

The undersigned, the Chief Restructuring Officer of Tarrant County Senior Living Center, Inc., a Texas not-for-profit corporation (the "Company"), does hereby certify the following as of the date hereof:

Attached as Annex A hereto is a true, correct and complete copy of the resolutions adopted by the Company on November 1, 2019 (the "Resolutions") in accordance with the terms of the Company's bylaws. Such Resolutions have been not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.

Executed on this 5th day of November, 2019

/s/ Louis E. Robichaux IV

Name: Louis E. Robichaux IV

Title: Chief Restructuring Officer

Annex A

Company Resolutions

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
TARRANT COUNTY SENIOR LIVING CENTER, INC.
APPROVING THE COMMENCEMENT OF CHAPTER 11 CASE**

Dated: November 1, 2019

The undersigned, being the members of the Board of Directors (the “Board”)¹ of **TARRANT COUNTY SENIOR LIVING CENTER, INC.**, a Texas not-for-profit corporation (the “Company”), acting by written consent in lieu of a meeting, do hereby consent to the taking of the following actions, and do hereby adopt the following resolutions pursuant to the bylaws of the Company:

WHEREAS, Tarrant County Cultural Education Facilities Finance Corporation (the “Issuer”) and UMB Bank, N.A., in its capacity as successor trustee (the “Bond Trustee”), are parties to an Indenture of Trust, dated as of October 1, 2009 (the “Bond Indenture”), pursuant to which the Issuer issued its Retirement Facility Revenue Bonds (The Stayton at Museum Way Project), Series 2009A, Series 2009B and Series 2009C (collectively, the “Bonds”) in the initial principal amount of \$166,575,000;

WHEREAS, pursuant to a Loan Agreement, dated as of October 1, 2009 (the “Loan Agreement”), between the Company and the Issuer, the Issuer loaned the proceeds of the Bonds to the Company for the purpose of acquiring, constructing, and equipping the Company’s continuing care retirement community, The Stayton at Museum Way;

WHEREAS, the Company and UMB Bank, N.A., in its capacity as successor master trustee (the “Master Trustee” and together with the Bond Trustee, the “Trustee”), entered into a Master Bond Indenture, Deed of Trust and Security Agreement, dated as of October 1, 2009 (as it may be further amended from time to time in accordance with its terms, the “Master Indenture” and together with the Bond Indenture and Loan Agreement, the “Original Bond Documents”), pursuant to which the Company issued the Tarrant County Senior Living Center Inc. Series 2009A, Series 2009B and Series 2009C Notes (collectively, the “Notes”) to provide for its loan repayment obligations under the Loan Agreement;

WHEREAS, the Company defaulted, and is currently in default under the Original Bond Documents, as a result of the Company’s failure: (i) to maintain certain financial covenants; (ii) to deliver certain audited financial statements; and (iii) to make payments on the Notes from July 1, 2018 to May 1, 2019;

WHEREAS, on or around May 10, 2019, Senior Quality Lifestyles Corporation (“SQLC”), the Company’s former sole corporate member, entered into that certain Affiliation Agreement with Lifespace Communities, Inc. (“Lifespace”), pursuant to which SQLC agreed to,

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement or Plan (each as defined below).

among other things, allow Lifespace to substitute as sole member of the Company and certain other SQLC-related entities (the “Membership Substitution”);

WHEREAS, on June 20, 2019, all conditions precedent to the Membership Substitution were satisfied and Lifespace became the sole corporate member of the Company;

WHEREAS, in connection with the Membership Substitution, (i) the Company, (ii) Lifespace, (iii) the Trustee, and (iv) members of an informal steering committee (the “Steering Committee”) comprised of holders of Bonds holding, collectively, at least sixty-seven percent (67%) of the outstanding aggregate principal amount of all Bonds issued (together with holders of Bonds that join the Plan Support Agreement (as defined below) in accordance with the terms thereof) negotiated a plan support agreement (the “Plan Support Agreement”), which contemplates, among other things, a refinancing of the Company’s bond obligations pursuant to a plan of reorganization to be filed in a prepackaged chapter 11 case (the “Chapter 11 Case”) before the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”);

WHEREAS, the Company’s management and advisors engaged in good-faith negotiations with the Trustee, Lifespace and the Steering Committee and drafted the *Debtor’s Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) and the *Disclosure Statement for Debtor’s Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) in accordance with the Plan Support Agreement;

WHEREAS, the Plan provides, among other things, that (i) the Company shall cause the Issuer to issue the Series 2019 Bonds in an aggregate principal amount equal to \$105,795,000, plus all accrued and unpaid interest on the Bonds through the Effective Date of the Plan, on the terms and conditions set forth in the 2019 Bond Documents; (ii) all General Unsecured Claims will be paid in the ordinary course of business as if the Chapter 11 Case had not commenced; (iii) all Executory Contracts and unexpired leases, including Continuing Care Contracts, will be deemed assumed pursuant to section 365 of the Bankruptcy Code; and (iv) the Company will release certain parties, including, without limitation, the Trustee, the Steering Committee, Lifespace and the Issuer;

WHEREAS, the Plan Support Agreement required that the Company solicit votes from Holders of Bond Claims to accept or reject the Plan through a “prepackaged” solicitation process and, if the requisite votes in favor of the Plan are received, commence the Chapter 11 Case in the Bankruptcy Court;

WHEREAS, on September 30, 2019, the Company caused Epiq Corporate Restructuring, LLC (“Epiq”), the Company’s voting agent, to commence solicitation of votes accepting or rejecting the Plan by distributing, among other documents, the Disclosure Statement, Plan and ballots to the Holders of Bond Claims;

WHEREAS, having received the requisite votes in favor of the Plan, the Board believes that it is in the best interests of the Company, its creditors, its residents and other interested parties to

commence the Chapter 11 Case in the Bankruptcy Court to, among other things, implement the Bond Refinancing; and

NOW, THEREFORE, IT IS HEREBY:

Chapter 11 Filing

RESOLVED, that in the judgment of the Board, it is advisable and in the best interests of the Company, its creditors, its residents and other interested parties that the Company is authorized to file or cause to be filed a voluntary petition under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that Louis E. Robichaux IV of Ankura Consulting Group, LLC (“Ankura”), as Chief Restructuring Officer of the Company, and such other officer(s) that the Company shall from time to time designate (each, an “Authorized Officer” and collectively, the “Authorized Officers”), are hereby authorized, empowered and instructed to cause preparation of a voluntary petition for relief under chapter 11 of the Bankruptcy Code on behalf of the Company; and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that upon execution such Authorized Officers, with advice of counsel, are hereby authorized to cause such petition to be filed with the Bankruptcy Court to commence a case under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Authorized Officers are authorized to negotiate, execute, deliver and file with the Bankruptcy Court (or direct others to do so on behalf of the Company) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, orders and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, accountants or other professionals and to take any and all actions that they deem necessary and proper in connection with the Chapter 11 Case; and it is further

RESOLVED, that, following commencement of the Chapter 11 Case, the Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to seek confirmation of the Plan and to effectuate the Bond Refinancing contemplated therein; and it is further

Retention of Professionals

RESOLVED, that the Authorized Persons are hereby authorized and directed to retain on behalf of the Company, upon such terms and conditions as the Authorized Persons shall approve, subject to Bankruptcy Court approval, the following professionals (collectively, the “Professionals”) to represent the Company in connection with the Chapter 11 Case:

- Ankura, to provide interim management services for the Company and designate the Chief Restructuring Officer for the Company;

- DLA Piper LLP (US), to serve as bankruptcy counsel for the Company;
- Gilmore Bell, to serve as bond counsel for the Company; and
- Epiq, to serve as noticing, claims and solicitation agent for the Company.

RESOLVED, that with respect to the Professionals, the Authorized Persons are hereby authorized and directed to (i) execute retention agreements and pay retainers prior to and immediately upon the filing of the Chapter 11 Case, (ii) continue to periodically replenish, as required, the retainers previously paid by the Company to the Professionals on account of the services rendered or to be rendered by them, and (iii) cause to be filed applications of authority to retain the Professionals; and it is further

RESOLVED, that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Company that are deemed necessary to represent and assist the Company in carrying out the duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case and cause to be filed appropriate applications for authority to retain the services of such firms; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions, the Plan Support Agreement, and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that this Unanimous Written Consent may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[signature pages to follow]

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent as of the date first written above.


Name: Tom Brod

Name: Larry Smith

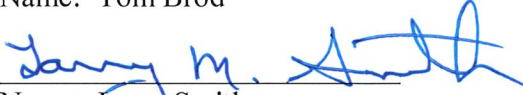
Name: Chris Hutfless

Name: Joe Friedman

SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT
APPROVING COMMENCEMENT OF CHAPTER 11 CASE

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent as of the date first written above.

Name: Tom Brod



Name: Larry Smith

Name: Chris Hutfless

Name: Joe Friedman

SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT
APPROVING COMMENCEMENT OF CHAPTER 11 CASE

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent as of the date first written above.

Name: Tom Brod

Name: Larry Smith



Name: Chris Hutfless

Name: Joe Friedman

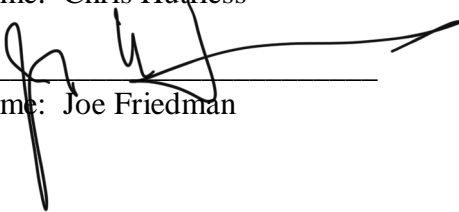
SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT
APPROVING COMMENCEMENT OF CHAPTER 11 CASE

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent as of the date first written above.

Name: Tom Brod

Name: Larry Smith

Name: Chris Hutfless



Name: Joe Friedman

SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT
APPROVING COMMENCEMENT OF CHAPTER 11 CASE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**TARRANT COUNTY SENIOR LIVING
CENTER, INC.¹**

§
§
§
§
§

CHAPTER 11

CASE NO. 19-_____ (___)

Debtor.

**LIST OF CREDITORS WHO HAVE THE
20 LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor (the “Debtor”) hereby certifies that the *List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains a list of the Debtor’s top 20 unsecured creditors (the “Top 20 List”). In compliance with the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”), the Debtor has redacted the names and contact information for anyone listed in the Top 20 List who is or was a resident of the Debtor. The Top 20 List has been prepared from the Debtor’s unaudited books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date. The failure of the Debtor to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

¹ The last four digits of the Debtor’s federal tax identification number are 8602.

Fill in this information to Identify the case:

Debtor Name: Tarrant County Senior Living Center, Inc.

United States Bankruptcy Court for the: Northern District of Texas

Case Number (If known): 19-_____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 RESIDENT 314 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$1,244,731.50
2 RESIDENT 157 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$1,109,069.10
3 RESIDENT 315 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$1,012,500.00
4 RESIDENT 131 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$992,591.10
5 RESIDENT 193 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$980,000.00
6 RESIDENT 202 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$975,000.00
7 RESIDENT 72 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$957,053.70
8 RESIDENT 194 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$921,798.00
9 RESIDENT 81 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$891,987.30
10 RESIDENT 170 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$854,900.00
11 RESIDENT 190 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$854,900.00
12 RESIDENT 25 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$850,500.00
13 RESIDENT 7 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$837,000.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 RESIDENT 146 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$828,130.50
15 RESIDENT 100 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$819,130.50
16 RESIDENT 172 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$807,594.30
17 RESIDENT 154 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$796,500.00
18 RESIDENT 199 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$784,071.90
19 RESIDENT 101 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$779,900.00
20 RESIDENT 153 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$779,900.00
21 RESIDENT 45 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$779,900.00
22 RESIDENT 108 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$779,900.00
23 RESIDENT 123 ADDRESS REDACTED		CONTINGENT RESIDENT REFUND	Contingent			\$779,900.00

Fill in this information to identify the case and this filing:

Debtor Name Tarrant County Senior Living Center, Inc.
United States Bankruptcy Court for the: Northern District of Texas
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/5/2019
MM / DD / YYYY

X

/s/ Louis E. Robichaux IV

Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Andrew B. Zollinger, State Bar No. 24063944
DLA Piper LLP (US)
1900 North Pearl Street, Suite 2200
Dallas, Texas 75201
Telephone: (214) 743-4500
Facsimile: (214) 743-4545
E-mail: andrew.zollinger@dlapiper.com

Thomas R. Califano (*pro hac vice admission pending*)
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
Telephone: (212) 335-4500
Facsimile: (212) 335-4501
E-mail: thomas.califano@dlapiper.com

Proposed Counsel for the Debtor

Rachel Nanes (*pro hac vice admission pending*)
DLA Piper LLP (US)
200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131
Telephone: (305) 423-8563
Facsimile: (305) 675-8206
E-mail: rachel.nanes@dlapiper.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**TARRANT COUNTY SENIOR LIVING
CENTER, INC.¹**

Debtor.

§
§
§
§
§
§

CHAPTER 11

CASE NO. 19-____ (____)

CORPORATE OWNERSHIP STATEMENT (RULE 1007 (a)(1))

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Tarrant County Senior Living Center, Inc., a Texas not-for-profit corporation, as the above-captioned debtor ("Debtor"), hereby certifies that Lifespace Communities, Inc. holds a 100% membership interest in the Debtor.

The undersigned, the Chief Restructuring Officer of the Debtor, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of November 5, 2019.

Executed this 5th day of November, 2019

By: /s/ Louis E. Robichaux IV
Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

¹ The last four digits of the Debtor's federal tax identification number are 8602.

Fill in this information to identify the case and this filing:

Debtor Name Tarrant County Senior Living Center, Inc.
United States Bankruptcy Court for the: Northern District of Texas
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/5/2019
MM / DD / YYYY

 /s/ Louis E. Robichaux IV
Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Andrew B. Zollinger, State Bar No. 24063944
DLA Piper LLP (US)
1900 North Pearl Street, Suite 2200
Dallas, Texas 75201
Telephone: (214) 743-4500
Facsimile: (214) 743-4545
E-mail: andrew.zollinger@dlapiper.com

Thomas R. Califano (*pro hac vice admission pending*)
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
Telephone: (212) 335-4500
Facsimile: (212) 335-4501
E-mail: thomas.califano@dlapiper.com

Proposed Counsel for the Debtor

Rachel Nanes (*pro hac vice admission pending*)
DLA Piper LLP (US)
200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131
Telephone: (305) 423-8563
Facsimile: (305) 675-8206
E-mail: rachel.nanes@dlapiper.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**TARRANT COUNTY SENIOR LIVING
CENTER, INC.¹**

Debtor.

§
§
§
§
§
§

CHAPTER 11

CASE NO. 19-____ (___)

LIST OF EQUITY SECURITY HOLDERS (RULE 1007(a)(3))

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Tarrant County Senior Living Center, Inc., a Texas not-for-profit corporation, as the above-captioned debtor (the “Debtor”), hereby states that Lifespace Communities, Inc. is its sole corporate member. The undersigned, the Chief Restructuring Officer of the Debtor, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of November 5, 2019.

Executed on this 5th day of November, 2019

By: /s/ Louis E. Robichaux IV
Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

¹ The last four digits of the Debtor’s federal tax identification number are 8602.

Fill in this information to identify the case and this filing:

Debtor Name Tarrant County Senior Living Center, Inc.

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/5/2019
MM / DD / YYYY

X

/s/ Louis E. Robichaux IV

Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS

IN RE: §
TARRANT COUNTY SENIOR LIVING §
CENTER, INC. § Case No. 19-____ (____)
§
Debtor(s) § Chapter 11

**DECLARATION FOR ELECTRONIC FILING OF
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and ***I hereby declare under penalty of perjury*** that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

☐ [Only include for Chapter 7 individual petitioners whose debts are primarily consumer debts] -
I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.

☐ [Only include if petitioner is a corporation, partnership or limited liability company] -
I hereby further declare under penalty of perjury that I have been authorized to file the petition and lists of creditors on behalf of the debtor in this case.

Date: November 5, 2019

/s/ Louis E. Robichaux IV
Debtor

Joint Debtor

PART II: DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Date: November 5, 2019

/s/ Andrew B. Zollinger
Attorney for Debtor